

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re) Chapter 11
)
W. R. GRACE & CO., et al.¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)
) Hearing Date: October 27, 2008 at 9:00 a.m.
) Objections Due: October 17, 2008 at 4:00 p.m.

**(AMENDED)² NOTICE OF HEARING TO CONSIDER APPROVAL OF
DISCLOSURE STATEMENT PURSUANT TO SECTION 1125 OF THE
BANKRUPTCY CODE**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On September 19, 2008, the above-captioned debtors and debtors in possession (collectively, the "Debtors") and the Official Committee of Asbestos Personal Injury Claimants (the "ACC"), the Asbestos PI Future Claimants' Representative (the "Asbestos PI FCR") and the Official Committee of Equity Security Holders (the "Equity Committee") filed: (i) the *Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., The Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee Of Equity Security Holders Dated as of September 19, 2008* (as it may be amended or supplemented, the "Plan"); and (ii) the *Debtors' Disclosure Statement for the Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., The Official Committee of Asbestos Personal Injury Claimants, the*

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace 11, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B I1 Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G I1 Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal 11, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² This notice has been amended to correct errors in the addresses for the Office of the United States Trustee and counsel for the Equity Committee. Those corrections appear in bold on this notice.

Asbestos PI Future Claimants' Representative, and the Official Committee Of Equity Security Holders Dated as of September 19, 2008 (as it may be amended or supplemented, the "Disclosure Statement"); and (iii) the *Exhibit Book* relating to the Plan and Disclosure Statement (as it may be amended or supplemented, the "Exhibit Book").

2. A hearing (the "Disclosure Statement Hearing") will be held before the Honorable Judith K. Fitzgerald, United States Bankruptcy Judge for the Western District of Pennsylvania and visiting United States Bankruptcy Judge for the District of Delaware, in the Judge's courtroom at the United States Bankruptcy Court, Western District of Pennsylvania, 5414 U.S. Steel Tower, 600 Grant Street, Pittsburgh, PA 15219 (the "Court") at 9:00 a.m. on **October 27, 2008**, to consider the entry of an order finding, among other things, that the Disclosure Statement contains "adequate information" within the meaning of section 1125 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code") and approving the Disclosure Statement.

3. Copies of the Disclosure Statement and the Plan are available for review on the Debtors' website at www.grace.com and on the website of the Debtors' notice and voting agent, BMC Group, Inc. (the "Voting Agent"), at www.bmcgroup.com/wrgrace. In addition, copies of the Disclosure Statement and the Plan are available upon request by contacting the Voting Agent at BMC Group, Inc., P.O. Box 913, El Segundo, CA 90245-0913 (Attn: W. R. Grace Voting Department; Telephone: (888) 909-0100; facsimile: (636) 438-1128; email: wrgrace@bmcgroup.com).

4. Responses and objections, if any, to the approval of the Disclosure Statement or the other relief sought by the Debtors in connection with approval of the Disclosure Statement, must: (i) be in writing; (ii) state the name and address of the objecting party and the amount and nature of the claim or interest of such party; (iii) state with particularity the basis and nature of any objection or response and include, where appropriate, proposed language to be inserted in the Disclosure Statement to resolve any such objection or response; (iv) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Procedure for the District of Delaware; and (v) be filed, together with proof of service, with the Court and served so as to be actually received on or before 4:00 p.m. (Eastern Time) on October 17, 2008 by:

Counsel to the Debtors and Debtors in Possession

Kirkland & Ellis LLP
Attn: David M. Bernick, P.C.
Janet S. Baer
200 East Randolph Drive
Chicago, IL 60601

Kirkland & Ellis LLP
Attn: Theodore L. Freedman
Deanna D. Boll
Craig A. Bruens
Citigroup Center
153 E. 53rd Street
New York, NY 10022

Pachulski Stang Ziehl & Jones LLP
Attn: Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
Timothy Cairns (Bar No. 4228)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899

Counsel to the ACC

Caplin & Drysdale, Chartered
Attn: Peter Van N. Lockwood
Ronald Reinsel
Jeffrey Liesemer
One Thomas Circle, NW
Washington, DC 20005

Campbell & Levine, LLC
Attn: Marla R. Eskin (Bar No. 2989)
Mark T. Hurford (Bar No. 3299)
800 King Street, Suite 300
Wilmington, DE 19801

Caplin & Drysdale, Chartered
Attn: Elihu Inselbuch
375 Park Avenue
New York, NY 10152

Counsel to the Asbestos PI FCR

Orrick, Herrington & Sutcliffe LLP
Attn: Roger Frankel
Richard H. Wyron
Debra L. Felder
Columbia Center
1152 15th Street, NW
Washington, DC 20005

Phillips, Goldman & Spence, P.A.
Attn: John C. Phillips, Jr. (Bar No. 110)
1200 North Broom Street
Wilmington, DE 19806

Counsel to the Equity Committee

Kramer Levin Naftalis & Frankel LLP
Attn: Philip Bentley
Douglas Mannal
1177 Avenue of the Americas
New York, NY 10036

Buchanan, Ingersoll & Rooney PC
Attn: Teresa D. Currier (Bar No. 3080)
The Brandywine Building
1000 West Street, Suite 1410
Wilmington, DE 19801

Office of the United States Trustee

Attn: David Klauder, Esq.
844 King Street, Suite 2207
Wilmington, Delaware 19801

5. IF ANY OBJECTION TO THE DISCLOSURE STATEMENT IS NOT FILED AND SERVED AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE ADEQUACY OF THE DISCLOSURE STATEMENT AND MAY NOT BE HEARD AT THE DISCLOSURE STATEMENT HEARING.

6. Any replies or responses by the Debtors, ACC, Asbestos PI FCR or Equity Committee to objections, if any, to the Disclosure Statement must be filed with the Court on or before **October 23, 2008**.

7. THIS NOTICE IS NOT A SOLICITATION OF VOTES TO ACCEPT OR REJECT THE PLAN. VOTES ON THE PLAN MAY NOT BE SOLICITED UNLESS AND

UNTIL THE PROPOSED DISCLOSURE STATEMENT IS APPROVED BY AN ORDER OF THE COURT.

8. The Disclosure Statement Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Disclosure Statement Hearing or any continued hearing.

Dated: October 2, 2008
Wilmington, Delaware

KIRKLAND & ELLIS LLP
David M. Bernick, P.C.
Janet S. Baer
200 East Randolph Drive
Chicago, IL 60601
(312) 861-2000

and

Theodore L. Freedman
Deanna D. Boll
Citigroup Center
153 E. 53rd Street
New York, NY 10022
(212) 446-4800


PACHULSKI STANG ZIEHL & JONES LLP
Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
Timothy Cairns (Bar No. 4228)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19899
(Courier 19801)
Telephone: (302) 652-4100

Co-Counsel for the Debtors and Debtors in Possession